

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that I, **CAROL ANN PENNINGTON**, a resident of Honolulu County, Hawaii, do hereby make, constitute and appoint **ROBERT PENNINGTON**, a resident of Honolulu County, Hawaii, to be my true and lawful attorney-in-fact under the circumstances described herein, with full power in my name, place and stead and on my behalf to perform the limited acts, powers, duties or rights granted below. I hereby authorize my said attorney-in-fact, to perform the following acts:

1. To take any and all actions and to execute, on my behalf, any and all documents, including but not limited to, promissory note, deed of trust, mortgage, settlement statement, etc., and any and all other documents required by the Lender in the transaction necessary to complete the purchase by Robert Pennington and wife, Carol Pennington from Dan A. Brown Land Development, LLC, of that certain real property known as 8189 Brierfield Cove, Olive Branch, Mississippi 38654, in the same instance as if I were present at such closing, as my attorney-in-fact;

In the event that my attorney-in-fact shall become incapacitated, said attorney-in-fact's agency under this Special Power of Attorney is automatically revoked and shall terminate upon said incapacity.

This instrument shall be construed and interpreted as a limited power of attorney and shall limit and restrict the powers herein granted. This Special Power of Attorney shall be binding on me and my heirs, executors and administrators and shall remain in force up to the time of the receipt by my said attorney-in-fact of a written revocation signed by me and physical evidence of such termination spread upon this document; however, any party dealing with my said attorney-in-fact need not inquire beyond the face of this document and, absent actual notice to the contrary, all such parties may assume without further inquiry that this Special Power of Attorney is in full force and effect and has not been revoked.

This Special Power of Attorney shall not be affected by the subsequent disability or incapacity of the principal or lapse of time. It is my express intention that the authority here conferred shall be exercisable by my said attorney-in-fact notwithstanding my subsequent disability or incapacity or lapse of time.

IN WITNESS WHEREOF, I have executed this instrument on this the 10 day of September, 2004.

Carol Ann Pennington
CAROL ANN PENNINGTON

P 134 766

STATE OF Hawaii
COUNTY OF Honolulu

PERSONALLY appeared before me, the undersigned authority in and for said County and State, on this the 10th day of September, 2004, within my jurisdiction, the within named CAROL ANN PENNINGTON, who acknowledged that she executed the above and foregoing Special Power of Attorney.

Gloria Ann Ogata
NOTARY PUBLIC

My Commission Expires:

April 28, 2006

PREPARED BY AND RETURN TO:
WATKINS LUDLAM WINTER & STENNIS, P.A.
P.O. BOX 1456
OLIVE BRANCH, MS 38654-1456
(662) 895-2996